

BEGLEY WILLIAM J JR

Form 4

March 11, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BEGLEY WILLIAM J JR

2. Issuer Name **and** Ticker or Trading
Symbol
SAFETY INSURANCE GROUP
INC [SAFT]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

20 CUSTOM HOUSE STREET

(Street)

BOSTON, MA 02110

(City)

(State)

(Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
VP, CFO and Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/09/2011		F	Amount (1) 1,287 Price (2) \$ 45.971	19,063	D	
Common Stock	03/09/2011		F	Amount (1) 1,295 Price (3) \$ 46.335	17,768	D	
Common Stock	03/09/2011		A	Amount (4) 8,448 Price (4) \$ 0	26,216	D	
Common Stock					45,103	I	See (5)
					35,000	I	See (6)

Common
Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BEGLEY WILLIAM J JR
20 CUSTOM HOUSE STREET
BOSTON, MA 02110

VP, CFO and Secretary

Signatures

/s/William J.
Begley, Jr. 03/11/2011

__Signature of Reporting
Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents securities delivered in payment of a tax liability with respect to vesting of securities issued in accordance with Rule 16b-3.

Represents the weighted average sale price of multiple open market same day sales with prices ranging from \$45.54 to \$46.17 per share.

(2) Full information regarding the number of shares sold at each separate price will be provided to the Securities and Exchange Commission, the issuer, or a security holder of the issuer upon request.

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Represents the weighted average sale price of multiple open market same day sales with prices ranging from \$46.18 to \$46.70 per share.

- (3) Full information regarding the number of shares sold at each separate price will be provided to the Securities and Exchange Commission, the issuer, or a security holder of the issuer upon request.

Represents restricted stock awards effective March 9, 2011, with respect to which sale or transfer rights shall vest over three years with

- (4) installments of 30% on March 9, 2012, 30% on March 9, 2013, and the remaining 40% on March 9, 2014, provided the grantee is still an employee of Safety Insurance Group, Inc. on such dates.

- (5) 45,103 shares are owned by a trust of which the reporting person is a trustee.

- (6) 35,000 shares are owned by a trust of which the reporting person's spouse is a trustee.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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